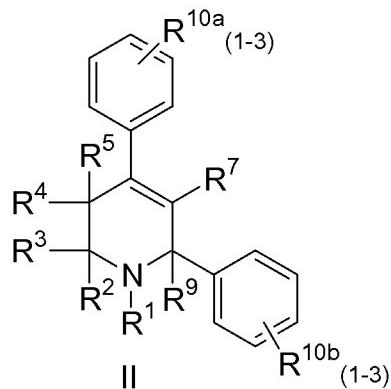


Please amend the application as shown:

In the claims:

1. (Previously cancelled)

2. (Currently amended) A compound as illustrated by Formula II:



wherein;

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R¹ is selected from:

- 1) (C=O)C₁-C₁₀ alkyl;
- 2) (C=O)aryl;
- 3) (C=O)C₂-C₁₀ alkenyl;
- 4) (C=O)C₂-C₁₀ alkynyl;
- 5) (C=O)C₃-C₈ cycloalkyl;
- 6) (C=O)NR^cRC^c’;
- 7) SO₂NR^cRC^c’;
- 8) SO₂C₁-C₁₀ alkyl;

- 9) $\text{SO}_2\text{-aryl}$;
- 10) $\text{SO}_2\text{-heterocyclyl}$;
- 11) $\text{SO}_2\text{-C}_3\text{-C}_8\text{-cycloalkyl}$; and
- 12) $\text{P}(-\text{O})\text{R}^4\text{R}^5$;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² and R³ are H;

R⁴, R⁵ and R⁹ are independently selected from:

- 1) H;
- 2) (C₁-C₁₀)alkyl;
- 3) (C₁-C₁₀)alkylamino;
- 4) (C₁-C₁₀)alkylhydroxy;

R⁷ is H;

R¹⁰ is:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl;
- 2) (C=O)_aO_baryl;
- 3) C₂-C₁₀ alkenyl;
- 4) C₂-C₁₀ alkynyl;
- 5) (C=O)_aO_b heterocyclyl;
- 6) CO₂H;
- 7) halo;
- 8) CN;
- 9) OH;
- 10) O_bC₁-C₆ perfluoroalkyl;
- 11) O_a(C=O)_bNR¹¹R¹²;
- 12) S(O)_mR^a;
- 13) S(O)₂NR¹¹R¹²;
- 14) oxo;
- 15) CHO;

- 16) $(N=O)R^{11}R^{12}$; or
- 17) $(C=O)_aObC_3-C_8$ cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹³;

R^{10a} and R^{10b} are independently selected from:

- 1) H;
- 2) C₁-C₁₀ alkyl;
- 3) C₂-C₁₀ alkenyl;
- 4) C₂-C₁₀ alkynyl;
- 5) OH;
- 6) CN;
- 7) halo;
- 8) CHO;
- 9) CO₂H;
- 10) (C₁-C₆)alkyl amino; and
- 11) (C₁-C₆)alkyl hydroxy;

R¹¹ and R¹² are independently selected from:

- 1) H;
- 2) $(C=O)ObC_1-C_{10}$ alkyl;
- 3) $(C=O)ObC_3-C_8$ cycloalkyl;
- 4) $(C=O)Obaryl$;
- 5) $(C=O)Obheterocyclyl$;
- 6) C₁-C₁₀ alkyl;
- 7) aryl;
- 8) C₂-C₁₀ alkenyl;
- 9) C₂-C₁₀ alkynyl;
- 10) heterocyclyl;
- 11) C₃-C₈ cycloalkyl;
- 12) SO₂R^a;
- 13) $(C=O)NR^b_2$;
- 14) oxo; and

15) OH;

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R13; or

R11 and R12 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R13;

R13 is selected from:

- 1) $(C=O)_r Os(C_1-C_{10})alkyl;$
- 2) $O_r(C_1-C_3)perfluoroalkyl;$
- 3) $(C_0-C_6)alkylene-S(O)_mR^a;$
- 4) oxo;
- 5) OH;
- 6) halo;
- 7) CN;
- 8) $(C=O)_r Os(C_2-C_{10})alkenyl;$
- 9) $(C=O)_r Os(C_2-C_{10})alkynyl;$
- 10) $(C=O)_r Os(C_3-C_6)cycloalkyl;$
- 11) $(C=O)_r Os(C_0-C_6)alkylene-aryl;$
- 12) $(C=O)_r Os(C_0-C_6)alkylene-heterocyclyl;$
- 13) $(C=O)_r Os(C_0-C_6)alkylene-N(R^b)_2;$
- 14) $C(O)R^a;$
- 15) $(C_0-C_6)alkylene-CO_2R^a;$
- 16) $C(O)H;$
- 17) $(C_0-C_6)alkylene-CO_2H;$
- 18) $C(O)N(R^b)_2;$
- 19) $S(O)_mR^a;$ and
- 20) $S(O)_2N(R^b)_2;$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl;
said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R^f;

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R^f;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R¹³, or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹³;

~~R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or~~

~~R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹³;~~

R^e is selected from: H and (C₁-C₆)alkyl; and

R^f is selected from: heterocyclyl, amino substituted heterocyclyl, (C₁-C₆)alkyl, amino (C₁-C₆)alkyl, (C₁-C₆)alkyl amino, hydroxy (C₁-C₆)alkyl, OH and NH₂;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Previously cancelled)

4. (Previously cancelled)

5. (Cancelled)

6. (Original) A compound selected from:

3-[1-Acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

1-acetyl-4-(2,5-difluorophenyl)-6-phenyl-1,2,3,6-tetrahydropyridine;

4-(2,5-difluorophenyl)-6-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

N11-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide; and

4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-N-methyl-N-[2-methyl-3-(methylamino)propyl]-3,6-dihydropyridine-1(2H)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A TFA salt selected from:

N-1-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide; and

4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-N-methyl-N-[2-methyl-3-(methylamino)propyl]-3,6-dihdropyridine-1(2H)-carboxamide;

or a stereoisomer thereof.

8. (Original) The compound according to Claim 6 which is selected from:

3-[1-Acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol; and

N-1-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Previously amended) A compound according to Claim 2 which is selected from:

6-(2-aminoethyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(4-aminobutyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

4-(2,5-difluorophenyl)-6-(hydroxymethyl)-6-(3-hydroxyphenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-3,6-dihdropyridine-1(2H)-carboxamide;

3-[1-[(2S)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

4-(2,5-difluorophenyl)-6-(hydroxymethyl)-6-(3-hydroxyphenyl)-N,N-dimethyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-4-isopropyl-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-6-(3-hydroxyphenyl)-4-isopropyl-N,N-dimethyl-3,6-dihdropyridine-1(2H)-carboxamide;

2-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]ethanamine;

3-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]propan-1-amine;

4-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]butan-1-amine;

3-[1-acetyl-2-(2-aminoethyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(3-aminopropyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(4-aminobutyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(2-aminoethyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

1'-acetyl-4'-(2,5-difluorophenyl)-1',2',5',6'-tetrahydro-2,2'-bipyridin-6(1H)-one; and

1-acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydro-2,4'-bipyridin-2'(1'H)-one;

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (Previously amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 2.

11. (Cancelled)

12. (Previously amended) A pharmaceutical composition made by combining the compound of Claim 2 and a pharmaceutically acceptable carrier.

13. (Previously amended) A process for making a pharmaceutical composition comprising combining a compound of Claim 2 and a pharmaceutically acceptable carrier.

14. (Original) The composition of Claim 10 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- γ agonist, a PPAR- δ agonist; an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

15. (Original) The composition of Claim 14, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon- α , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillo, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

16. (Original) The composition of Claim 14, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

17.-20. (Cancelled)

21. (Previously cancelled)